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*Attorneys for David Flair,
Avram Ninyo and Merle Root*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

CALPINE CORPORATION, et al.

Debtors.

Chapter: 11

Related Dkt. Nos. 7253, 7256, 7404

Case No.: 05-60200 (BRL)
Jointly Administered

NOTICE OF APPEAL

David Flair, Avram Ninyo and Merle Root (collectively, the “Individual Objecting Shareholders”), holders of Calpine Corporation common stock, by and through their counsel, Forman Holt Eliades & Ravin LLC, hereby appeal to the United States District Court for the Southern District of New York, pursuant to 28 U.S.C. § 158(a) and Federal Rules of Bankruptcy Procedure 8001(a) and 8002(a), from the following orders of the United States Bankruptcy Court for the Southern District of New York:

1. Order Approving Motion Seeking Approval of Immaterial Modifications to the Debtors’ Joint Plan of Reorganization Without the Need for Further Solicitation of Votes (Dkt. No. 7253);
2. Findings of Fact, Conclusions of Law, and Order Confirming Sixth Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code (Dkt. No. 7256); and

3. Minute Order Denying Motion to Reconsider Confirmation Order and Second Modification Order (Dkt. No. 7404).

The parties to the orders appealed from, as well as the names, addresses and phone numbers of their respective counsel, to the extent known, are as follows:

Parties	Counsel
Debtors ¹	<p>KIRKLAND & ELLIS LLP Richard M. Cieri Edward Sassower Marc Kieselstein David R. Seligman Citigroup Center 153 East 53rd Street New York, New York 10022 Telephone: (212) 446-4800</p> <p>- and -</p> <p>CURTIS, MALLET-PREVOST, COLT & MOSLE LLP Steven J. Reisman 101 Park Avenue New York, New York 10178 Telephone: (212) 696-6065</p>
Official Committee of Unsecured Creditors	<p>AKIN GUMP STRAUSS HAUER & FELD LLP Michael S. Stamer Philip C. Dublin Alexis Freeman David M. Zensky Abid Qureshi 590 Madison Avenue New York, New York 10022 Telephone: (212) 872-1000</p> <p>-and-</p> <p>Steven J. Selby, Esq. Morganstern Jacobs & Blue, LLC 885 Third Avenue New York, New York 10022 Telephone: (212) 750-6776</p>

¹ See Exhibit A for a list for a complete listing of the affiliated debtor entities.

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Harbinger Capital Partners Master Fund I, Ltd. and Harbinger Capital Partners Special Situations Fund L.P. (including any affiliates thereof)	KRAMER LEVIN NAFTALIS & FRANKEL LLP Kenneth H. Eckstein Joshua K. Brody 1177 Avenue of the Americas New York, New York 10036 Telephone: (212) 715-9100

The parties in interest to the orders appealed from, as well as the names, addresses and phone numbers of their respective counsel, to the extent known, are listed in Exhibit B.

Dated: January 28, 2008
New York, New York

Respectfully submitted,

FORMAN HOLT ELIADES & RAVIN LLC

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*Attorneys for David Flair,
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EXHIBIT A

Calpine Corporation
Calpine Administrative Services Company, Inc.
Calpine Power Company
Calpine Fuels Corporation
Calpine Finance Company
Calpine International Holdings, Inc.
Calpine Operations Management Company, Inc.
Calpine Energy Services Holdings, Inc.
Calpine Capital Trust
Calpine Capital Trust II
Calpine Capital Trust III
Calpine Capital Trust IV
Calpine Capital Trust V
Calpine c*Power, Inc.
Calpine Bethpage 3 Pipeline Construction Company, Inc.
Calpine Louisiana Pipeline Company
Calpine Sonoran Pipeline LLC
Calpine Decatur Pipeline, Inc.
CPN Decatur Pipeline, Inc.
Calpine Decatur Pipeline, L.P.
Magic Valley Pipeline, L.P.
Calpine Magic Valley Pipeline, Inc.
Calpine MVP, Inc.
Magic Valley Gas Pipeline GP, LLC
Magic Valley Gas Pipeline, LP
Calpine Texas Pipeline GP, Inc.
Calpine Texas Pipeline LP, Inc.
Calpine NCTP GP, LLC
Calpine NCTP, LP
Calpine Texas Pipeline, L.P.
CPN Pipeline Company
CPN Energy Services GP, Inc.
CPN Energy Services LP, Inc.
Calpine Energy Services, LP
Calpine Power Management, Inc.
Calpine Power Management, LP
Calpine Producer Services, L.P.
CES GP, LLC
Calpine Construction Management Company, Inc.
Calpine Global Services Company, Inc.
Calpine Operating Services Company, Inc.
Calpine Power Services, Inc.
Power Systems MFG., LLC
Thomassen Turbine Systems America, Inc.
Calpine International, LLC
Quintana Canada Holdings, LLC

Calpine Unrestricted Fundings, LLC
Calpine Investment Holdings, LLC
Calpine ULC I Holding, LLC
Anderson Springs Energy Company
Calpine Calistoga Holdings, LLC
Thermal Power Company
Geysers Power I Company
Geysers Power Company II, LLC
Broad River Energy LLC
Broad River Holdings, LLC
RockGen Energy LLC
Calpine Northbrook Project Holdings, LLC
South Point Energy Center, LLC
South Point Holdings, LLC
Calpine Rumford I, Inc.
Calpine Rumford, Inc.
Rumford Power Associates Limited Partnership
Tiverton Power Associates Limited Partnership
Calpine Tiverton I, Inc.
Calpine Tiverton, Inc.
Calpine Greenleaf Holdings, Inc.
Calpine Greenleaf, Inc.
Sutter Dryers, Inc.
Calpine Agnews, Inc.
O.L.S. Energy-Agnews, Inc.
Calpine Monterey Cogeneration, Inc.
Bethpage Energy Center 3, LLC
Calpine Long Island, Inc.
Calpine Stony Brook Operators, Inc.
Calpine Stony Brook Power Marketing, LLC
Calpine Stony Brook, Inc.
Stony Brook Cogeneration, Inc.
Stony Brook Fuel Management Corp.
Calpine University Power, Inc.
Stony Brook Fuel Management Corp.
Nissequoque Cogen Partners
Calpine Power, Inc.
Calpine Kennedy Airport, Inc.
Calpine Kennedy Operators Inc.
Calpine KIA, Inc.
KIAC Partners
Aviation Funding Corp.
CPN 3rd Turbine, Inc.
CPN Pleasant Hill Operating, LLC
CPN Pleasant Hill, LLC
MEP Pleasant Hill, LLC
Calpine Central, L.P.
Calpine Central Texas GP, Inc.

Calpine Central-Texas, Inc.
Calpine CalGen Holdings, Inc.
CalGen Finance Corporation
Geothermal Energy Partners LLC
Calpine Generating Company, LLC
CalGen Expansion Company, LLC
CalGen Equipment Finance Holdings, LLC
CalGen Equipment Finance Company, LLC
CalGen Project Equipment Finance Company One, LLC
CalGen Project Equipment Finance Company Three, LLC
CalGen Project Equipment Finance Company Two, LLC
Calpine Freestone, LLC
CPN Freestone, LLC
Calpine Freestone Energy GP, LLC
Calpine Freestone Energy, LP
Calpine Power Equipment LP
Freestone Power Generation, LP
Calpine Channel Energy Center LP, LLC
Calpine Channel Energy Center GP, LLC
Channel Power GP, LLC
Channel Power, LP
Channel Energy Center, LP
Calpine Baytown Energy Center LP, LLC
Calpine Baytown Energy Center GP, LLC
Baytown Power GP, LLC
Baytown Power, LP
Baytown Energy Center, LP
Calpine Northbrook Southcoast Investors, LLC
Nueces Bay Energy LLC
Calpine Corpus Christi Energy GP, LLC
Calpine Corpus Christi Energy, LP
Corpus Christi Cogeneration L.P.
Delta Energy Center, LLC
Los Medanos Energy Center LLC
Calpine Pastoria Holdings, LLC
Pastoria Energy Facility, L.L.C.
Zion Energy LLC
Morgan Energy Center, LLC
Decatur Energy Center, LLC
Carville Energy LLC
Goldendale Energy Center, LLC
Columbia Energy LLC
Calpine Oneta Power I, LLC
Freestone Power Generation, LP
Calpine Oneta Power, L.P.
Calpine Oneta Power II LLC
Augusta Development Company, LLC
CPN Acadia, Inc.

Calpine Acadia Holdings, LLC
Androscoggin Energy, Inc.
Calpine Gilroy 1, Inc.
Calpine Gilroy 2, Inc.
Calpine Gilroy Cogen, L.P.
Deer Park Power GP, LLC
Deer Park Power, LP
CPN Power Services GP, LLC
CPN Power Services, LP
GEC Bethpage Inc.
JMC Bethpage, Inc.
TBG Cogen Partners
CPN Bethpage 3rd Turbine, Inc.
Idlewild Fuel Management Corp.
Bethpage Fuel Management Inc.
Calpine Bethpage 3, LLC
Calpine Auburndale Holdings, LLC
Auburndale Peaker Energy Center, LLC
Calpine Philadelphia, Inc.
Philadelphia Biogas Supply, Inc.
Calpine Pryor, Inc.
CPN Pryor Funding Corporation
Calpine NTC, LP
Calpine TCCL Holdings, Inc.
Clear Lake Cogeneration Limited Partnership
CPN Clear Lake, Inc.
NTC Five, Inc.
NTC GP, LLC
Odyssey Land Acquisition Company
Texas City Cogeneration, L.P.
Texas Cogeneration Company
Texas Cogeneration Five, Inc.
Texas Cogeneration One Company
Calpine Clear Lake Energy GP, LLC
Calpine Clear Lake Energy, LP
CGC Dighton, LLC
Dighton Power Associates Limited Partnership
Calpine Pittsburg, LLC
Pastoria Energy Center, LLC
Los Esteros Critical Energy Facility, LLC
Pine Bluff Energy, LLC
Modoc Power, Inc.
Calpine Siskiyou Geothermal Partners, L.P.
Mount Hoffman Geothermal Company, L.P.
CPN Cascade, Inc.
CPN Telephone Flat, Inc.
Anacapa Land Company, LLC
VEC Holdings, LLC

Vineyard Energy Center, LLC
Calpine Vapor, Inc.
Celtic Power Corporation
Amelia Energy Center, LP
Blue Heron Energy Center, LLC
Calpine Amelia Energy Center GP, LLC
Calpine Amelia Energy Center LP, LLC
CCFC Development Company, LLC
CCFC Equipment Finance Company, LLC
CCFC Project Equipment Finance Company One, LLC
CPN Oxford, Inc.
East Altamont Energy Center, LLC
Fond du Lac Energy Center, LLC
Fontana Energy Center, LLC
Hillabee Energy Center, LLC
Lake Wales Energy Center, LLC
Lawrence Energy Center, LLC
Lone Oak Energy Center, LLC
Moapa Energy Center, LLC
Pajaro Energy Center, LLC
Phipps Bend Energy Center, LLC
Russell City Energy Center, LLC
San Joaquin Valley Energy Center, LLC
Skipanon Natural Gas, LLC
Towantic Energy, L.L.C.
Wawayanda Energy Center, LLC
Calpine Northbrook Energy Holdings, LLC
Calpine Northbrook Energy, LLC
Calpine Northbrook Holdings Corporation
Calpine Northbrook Investors, LLC
Calpine Northbrook Services, LLC
Hammond Energy LLC
Mt. Vernon Energy LLC
Power Investors, L.L.C.
Calpine Central, Inc.
Calpine Lost Pines Operations, Inc.
Calpine Northbrook Corporation of Maine, Inc.
Calpine Cogeneration Corporation
Calpine Schuylkill, Inc.
CogenAmerica Asia Inc.
CogenAmerica Parlin Supply Corp.
CPN Funding, Inc.
CPN Morris, Inc.
Bellingham Cogen, Inc.
Calpine Sumas, Inc.
Northwest Cogeneration, Inc.
Whatcom Cogeneration Partners, L.P.
Calpine East Fuels, Inc.

Calpine Eastern Corporation
Calpine Gordonsville GP Holdings, LLC
Calpine Gordonsville LP Holdings, LLC
Calpine Gordonsville, LLC
Calpine Leasing Inc.
Calpine Project Holdings, Inc.
CPN Berks Generation, Inc.
CPN Berks, LLC
Calpine East Fuels, LLC
Mobile Energy LLC
NewSouth Energy LLC
Venture Acquisition Company
Calpine Dighton, Inc.
Calpine California Development Company, LLC
Calpine California Energy Finance, LLC
Calpine California Equipment Finance Company, LLC
Calpine Unrestricted Holdings, LLC
Calpine Gas Holdings, LLC
Blue Spruce Holdings, LLC

EXHIBIT B

Party In Interest	Counsel
United States Trustee	Paul Kenan Schwartzberg Office of the United States Trustee 33 Whitehall Street 21st Floor New York, NY 10004 Telephone: (212) 510-0500
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7.75% Note Holders	<p>Erez Gilad, Esq. Mark A. Speiser, Esq. Irina Golmelskaya, Esq. Stroock & Stroock & Lavan LLP 180 Maiden Lane New York, New York 10038 Telephone: (212) 806-5400</p>
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Wilmington Trust Company	<p>Richard J. Bernard Baker & Hostetler LLP 45 Rockefeller Plaza New York, NY 10111 Telephone: (212) 589-4215</p> <p>-and-</p> <p>Robert N. H. Christmas Christopher M. Desiderio Dennis J. Drebsky Joseph M. Gitto Nixon Peabody LLP 437 Madison Avenue New York, NY 10022</p>

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The Bank of New York, as Administrative Agent	<p>David S. Elkind Ropes & Gray LLP 1211 Avenue of the Americas New York, NY 10036-8704 Telephone: (212) 596-9000</p> <p>-and-</p> <p>Pedro A. Jimenez Jones Day 222 E. 41 Street New York, NY 10017 Telephone: (212) 326-3776</p>
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Auburndale Holdings, LLC and Pomifer Power Funding, LLC	<p>Peter S. Goodman Andrews Kurth LLP 450 Lexington Avenue New York, NY 10017 Telephone: (212) 850-2849</p>
Energy Transfer Fuel, LP, Houston Pipe Line Company LP	<p>James Matthew Vaughn Porter & Hedges, L.L.P. 1000 Main Street 36th Floor Houston, TX 77002 Telephone: (713) 226-0600</p>
Quadrangle Master Funding Ltd., JPMorgan Chase Bank, N.A..	<p>Terence McLaughlin Theresa A. Driscoll, Esq. Willkie Farr & Gallagher LLP 787 Seventh Avenue New York, NY 10019-6099 Telephone: (212) 728-8691</p> <p>-and-</p> <p>Edward J. Leen Mandel, Katz, Manna & Brosnan, LLP The Law Building 210 Route 303 Valley Cottage, NY 10989 Telephone: (845) 639-7800</p>
Davidson Kempner Capital Management LLC, Highland Capital Management, LP., JANA Partners, LLC., Longacre Fund Management, LLC	<p>George A. Davis Cadwalader, Wickersham & Taft LLP One World Financial Center New York, NY 10281 Telephone: (212) 504-6000</p>
HSBC Bank USA, N.A., as Indenture Trustee	<p>Jennifer Anne Christian</p>

	<p>Robert L. LeHane Eric R. Wilson Kelley Drye & Warren 101 Park Avenue New York, NY 10104 Telephone: (212) 808-7800</p> <p>-and-</p> <p>David S. Elkind Mark R. Somerstein Ropes & Gray LLP 1211 Avenue of the Americas New York, NY 10036-8704 Telephone: (212) 596-9000</p>
The South Point Joint Venture	<p>Gary I. Selinger Hodgson Russ LLP 60 East 42nd Street, 37th Floor New York, NY 10165 Telephone: (212) 661-3535</p>
Louisiana Department of Revenue	<p>Barry L. Kelly Louisiana Department of Revenue P.O. Box 4064 Baton Rouge, LA 70821 Telephone: (225) 219-2080</p>
Tara Energy	<p>Trey Monsour Haynes and Boone, LLP 901 Main Street Suite 3100 Dallas, TX 75202 Telephone: (214) 651-5137</p>
Iron Mountain Information Management, Inc.	<p>Frank McGinn Bartlett Hackett Feinberg P.C. 155 Federal Street 9th Floor Boston, MA 02110 Telephone: (617) 422-0200</p>
<p>Exit Facility Arrangers</p> <p>Goldman Sachs Credit Partners L.P., Credit Suisse, Deutsche Bank and Morgan Stanley</p>	<p>Paul B. Carberry, Esq. Sandeep Qusba, Esq. White & Case LLP 1155 Avenue of the Americas New York, New York 10036-2787 Telephone: (212) 819-8200</p>
PMCC Pasadena Investment L.P.	<p>Richard G. Smolev, Esq. Kaye Scholer LLP 425 Park Avenue New York, New York 10022-3598</p>

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Hain, Sierra, and ASM Capital	David T. Cohen, Esq. Warner Stevens LLP 1700 City Center Tower II 301 Commerce Street Fort Worth, Texas 76102 Telephone: (817) 810-5250
Bridge Associates LLC as Court-Appointed Expert	Albert Togut, Esq. Togut, Segal & Segal, LLP One Penn Plaza New York, New York 10119 Telephone: (212) 594-5000